

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORP. and)
LAW DEBENTURE TRUST COMPANY OF)
NEW YORK,) C.A. No. 04-1494-JJF
Plaintiffs,)
v.)
NORTHWESTERN CORPORATION,)
Defendants.)

MAGTEN ASSET MANAGEMENT)
CORPORATION,)
Plaintiff,) C.A. No. 05-499-JJF
v.)
MICHAEL J. HANSON and ERNIE J. KINDT,)
Defendants.)

AFFIDAVIT OF ERNEST J. KINDT

STATE OF MONTANA)
County of Silver Bow) :ss

ERNEST J. KINDT, first being duly sworn upon his oath deposes and says:

1. I live in Butte, Montana.
2. I am a defendant in the above-captioned matter.
3. I am informed and believe that during 2002 and 2003, NorthWestern Corporation employed three law firms – Jones Day, Gibson, Dunn & Crutcher LLP and Paul, Hastings, Janofsky & Walker, LLP – to conduct internal investigations of NorthWestern regarding its accounting and reporting practices.
4. I was never interviewed as a part of any of those investigations.

5. To the best of my knowledge, none of the investigations of Jones Day, Gibson, Dunn & Crutcher LLP and Paul, Hastings, Janofsky & Walker LLP found any wrongdoing on my part associated with the going flat transaction which occurred on November 15, 2002 or relating to any financial disclosures, misstatements or omissions of NorthWestern, or with respect to any other matter.
6. I have never been interviewed by the Securities and Exchange Commission ("SEC") with respect to NorthWestern Corporation or its subsidiaries.
7. To the best of my knowledge, I was never officially investigated by the SEC with respect to NorthWestern's accounting and reporting practices or any other matters.
8. I was never charged with any crimes or violations by the SEC with respect to NorthWestern's accounting and reporting practices or any other matters.

Further your affiant sayeth not.

Ernest J. Kindt
Ernest J. Kindt

Subscribed and sworn to before me this 28th day of November, 2007.

RE: (Notarial Seal)

Tracy Lowney Killoy
Notary Public for the State of Montana
Printed Name: TRACY LOWNEY KILLOY
Residing at: Butte, Montana
My Commission Expires: 9-2-08

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on November 30, 2007, the attached **AFFIDAVIT OF ERNEST J. KINDT** was electronically filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following counsel of record:

Victoria Watson Counihan, Esquire
Greenberg Traurig, LLP

Dale R. Dube, Esquire
Blank Rome LLP

Kathleen M. Miller, Esquire
Smith, Katzenstein & Furlow LLP

In addition, the undersigned forwarded a copy of same in the manner indicated below to:

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